

RATIFICATION AND AMENDMENT OF OIL AND GAS LEASE

L0511718

WHEREAS, Robert Francis Villers and April L. Villers, his wife, having an address at **Rd. 1, Box 189B, Proctor, WV 26055**, as Lessor, previously entered into an Oil and Gas Lease dated **November 18, 2008**, (the "Lease") in which **CHESAPEAKE APPALACHIA, L.L.C.** was the named Lessee, a Memorandum of which is recorded in Book **676** at page **87** of the Recorder of Deeds Records of **Marshall County, West Virginia**, situated in **Meade District, Marshall County, West Virginia**,

WHEREAS, the Lease is owned by Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, ("Leasehold Owner"), and

WHEREAS, the Lease describes the leased acreage as containing a total of 103.61 Leasehold acres, and

WHEREAS, prior to the date of the Lease, the lands covered by the Lease were surveyed by Joshua E. Moody, Licensed Land Surveyor No. 2020, as recited in Deed Book 652, Page 105 in the records of Marshall County, WV and determined to contain 111.505 acres, more or less; and

WHEREAS, the Lessor and the Leasehold Owner, for their mutual benefit, desire to amend and modify the Lease in order to correct the leased acreage of the premises covered by the Lease.

NOW THEREFORE, in consideration of the premises and the sum of Ten Dollars (\$10.00) paid by the Leasehold Owner to the Lessor, the receipt and sufficiency of which is hereby acknowledged, and of the covenants hereinafter contained, the Lessor and the Leasehold Owner hereby agree to modify the Lease, and do hereby modify the Lease and agree as follows:

The parties hereto agree the leased acreage of the above described lease shall be amended to cover, and include and apply to 111.505 acres, more or less.

LESSOR ratifies the Lease as amended and acknowledges that it is a valid and subsisting Lease and shall remain in full force and effect according to the terms and tenor thereof unless otherwise specifically amended hereby.

This agreement extends to and is binding upon the parties hereto, their respective heirs, successors, administrators, executors and assigns.

This agreement may be executed in one or more counterparts, each of which will be deemed to be an original copy of this Lease and all of which, when taken together, will be deemed to constitute one and the same agreement.

WITNESS the following signatures and seals all effective as of the day of the Lease.

Robert Francis Villers
Robert Francis Villers

April L. Villers
April L. Villers

CHESAPEAKE APPALACHIA, L.L.C.

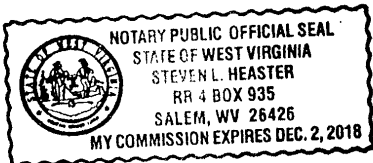
Lester A. Zitkus
By: Lester A. Zitkus
Its: Vice President - Land, Eastern Division

ACKNOWLEDGMENT

STATE OF WV)
COUNTY OF MARSHALL) SS:

On this the 14th day of October, 2009, before me, a notary public, the undersigned officer, personally appeared **Robert Francis Villers and April L. Villers, his wife**, who, being duly sworn according to law, depose and say that they executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



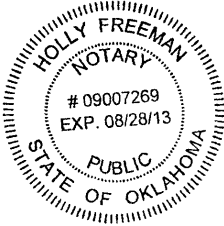
My Commission Expires: 12-02-2018
Signature/Notary Public: Steven L. Heaster
Name/Notary Public (print): STEVEN L. HEASTER

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this the 15th day of December,
2009, before me, a notary public, the undersigned officer, personally appeared **Lester A. Zitkus**, who acknowledged himself to be the **Vice President - Land, Eastern Division of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company**, and that he as such **Vice President - Land, Eastern Division**, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as **Vice President - Land, Eastern Division**.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires:
Signature/Notary Public: Holly Freeman
Name/Notary Public (print): _____

Prepared By
Chesapeake Exploration, L.L.C.
P.O. Box 10490
Oklahoma City, OK 73154

Jan Pest
MARSHALL County 12:29:32 PM
Instrument No 1279292
Date Recorded 12/22/2009
Document Type O&G
Pages Recorded 3
Book-Page 692-192
Recording Fee \$5.00
Additional \$6.00

Record & Return to
Chesapeake Exploration, L.L.C.
P.O. Box 10490
Oklahoma City, OK 73154

Recorder: Please return to
Chesapeake Appalachia, L.L.C.
6100 N. Western Ave.
Oklahoma City, OK 73118

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 18th day of November 2008, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 22nd day of December 2009 at 12:29 o'clock P.M.

TESTE Jan Pest Clerk.